

BEFORE
THE PUBLIC SERVICE COMMISSION OF
SOUTH CAROLINA
DOCKET NO. 2009-494-C - ORDER NO. 2010-222
MARCH 16, 2010

IN RE: Joint Petition for Authority for OPEX) ORDER GRANTING
Communications, Inc. to Acquire Certain) TRANSFER
Assets of Total Call International, Inc.)

This matter comes before the Public Service Commission of South Carolina (“Commission”) on the joint application of OPEX Communications, Inc. (“OPEX”) and Total Call International, Inc. (“Total Call”) for approval of the acquisition by OPEX of a portion of the telecommunications customer base of Total Call. The parties have further requested expedited review.

Under the terms of the agreement between the parties, Total Call will transfer its one-plus customer base to OPEX. After closing of the transfer, Total Call will retain its telecommunications authorizations in order to continue to provide telecommunications services apart from the business transferred to OPEX. Total Call will not surrender its authorization. The parties also do not request permission to adopt Total Call’s existing tariff. OPEX will amend its existing tariff to establish rates, terms and conditions identical to those in Total Call’s tariff for the purchased customers, thus providing a seamless transaction for existing customers of Total Call. The proposed transfer of customers to OPEX will have no adverse impact on customers. Total Call’s customers will continue to receive their existing services at the same rates, terms and conditions that

they have prior to the transfer, and any future changes will be made consistent with applicable regulations.

Pursuant to the instructions of the Commission's Docketing Department, the parties published a Notice of Filing in newspapers of general circulation in their service area outlining the proposed transaction. The parties have furnished proof of publication. No protests or petitions to intervene were filed. The parties furnished the verified testimony of Mark E. Leafstedt, the Chief Executive Officer of Total Call and OPEX, in support of its request for expedited review of this matter without a hearing. The Office of Regulatory Staff filed a letter with the Commission stating that it had no objection to approval of the petition by expedited review subject to the condition that the Commission require OPEX to assume the State Universal Service Fund and gross receipts obligations associated with the long distance customers transferred from Total Call to OPEX. OPEX has consented to an order imposing these requirements.

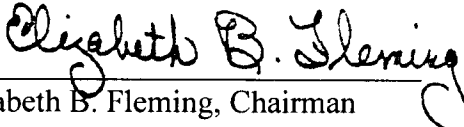
We have examined the entire record in this case and conclude that the proposed transfer should be approved, subject to the condition proposed by the Office of Regulatory Staff. The parties have demonstrated that the transition for affected customers will be seamless and that the transfer will have no adverse impact. Furthermore, the parties have agreed that OPEX will assume the State Universal Service Fund and gross receipts obligations associated with the long distance customers transferred from Total Call to OPEX, thereby protecting the important public interest of universal service. Accordingly, the transfer is approved.

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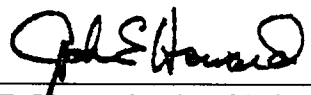
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This order shall remain in full force and effect until further order of the Commission.

BY ORDER OF THE COMMISSION:


Elizabeth B. Fleming, Chairman

ATTEST:


John E. Howard, Vice Chairman

(SEAL)